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TABLE OF CONTENTS

Berle, Adolph, and Means, Gardner, The Modern Corporation and Private Property, 119-125 1

Sahlman, William A., "The Structure and Governance of Venture Capital Organizations", 27 J.Fin Econ 473 (1990) 6

_____, "Aspects of Financial Contracting in Venture Capital", J. Applied Corp. Fin., Summer (1988) 52

Robinson, M., "Raising Equity, Capital for Small and Medium Sized Enterprises Using Canada's Public Equity Markets" (excerpts) in Halpern (ed.), Financing Growth in Canada, Industry Canada (1997) 66

M&R, Chapter 5, pp. 1226-149 72

Saunders, Carol et al., "Achieving Sucess in Information Systems Outsourcing", California Management Review, Winter 1997, pp. 63-79 84

Goldberg, Victor P., "Relational Exchange: Economics and Complex Contracts", (1980), Chapter 1.2 in Victor P. Goldberg, ed., Readings in the Economics of Contract Law ("Readings") (Cambridge University Press, 1989) 91

Goldberg, Victor P., "Aversion to Risk Aversion in the New Institutional Economics", 146 Journal of Institutional and Theoretical Economics 216 (1990) 94

M&R, Chapter 5, pp. 149-159, and Chapter 6 97

Akerlof, George, "The Market for Lemons", (1970) Chapter 1.4 in Readings 103

Ausubel, Lawrence, "Adverse Selection in the Credit Card Market" (1999), Working paper, University of Maryland (excerpt) 106

M&R, Chapter 6 120

Pauly, Mark V., "The Economics of Moral Hazard: Comment" (1968), Chapter 1.6 in Readings 136

Aircraft Lease Treatment of Maintenance (Section 7(a)(ii) and Inspection (Section 1) .. 137

Gilson, Ronald J., "Value Creation by Business Lawyers: Legal Skills and Asset Pricing", Yale L.J., PP. 239 AND 269-280 (1984) ("Value Creation") 144

Freund, James, Anatomy of a Merger, pp. 242-248 (Law Journal Press, 1975) 151

Appendix to Gilson, Ronald J., The Law and Finance of Corporate Acquisitions ("Corporate Acquisitions")-- Form of acquisition agreement 155

Easterbrook, Frank, and Fischel, Daniel, The Economic Structure of Corporate Law, pp. 228-232 and 238-243 (Harvard University Press, 1991) 183

Shareholder agreement sections 6 (put/call) and 15 (non-compete) 190

Ross, S., Westerfield, R., and Roberts, G., Corporate Finance, First edition, Irwin, pp. 607-38 195

Credit Lyonnaise Bank Nederland, N.V. v. Pathe Communications Corporation 1991 WL 277613 (Del Ch. 1991 204

Thomson, David, "Directors, Creditors and Insolvency: A Fiduciary Duty or a Duty not to Oppress?", U. of T. Law Review, Winter 2000 247

Goldberg, Victor P. and Erickson, John, "Quantity and Price Adjustment in Long-Term Contracts: A Case Study of Petroleum Coke", 30 J. Of Law & Econ 369 (1987) 270

Exxon Corporation v. PSI, 991 F. 2d 1265 (7th Cir., 1993) 286

PSE v. Exxon Coal USA, 17F. 3d 969 (7th Cir., 1993) 296

Article VII of Exxon/PSI contract 300

Goldberg, Victor P., "Price adjustment in long term contracts", Chapter 9.3 in Readings 303

Price Adjustment Clauses, Longterm Oxygen Agreement between Glitter Gold Inc. and Oxygen Corporation of Canada 309

M&R, Chapter 8, pp.259-269 313

Value Creation, pp. 280-293 319

Gilson, Ronald J., and Kraakman, Reiner, "Mechanisms of Market Efficiency", 70 Va. L. Rev. 549, 613-622 (1984) 326

Firth, M. and A. Smith, "Auditor Quality, Corporate Risk, and the Valuation of New Issues", Review of Quantitative Finance and Accounting (1995) excerpt 336

Davis, Michael, The Documentary Credit Handbook, pp. 2-4 (Woodhead Faulkner,

1988) 340

Weil, Peter H., Asset Based Lending: A Practical Guide to Secured Financing, pp. 376-7 (Practising Law Institute, 1992) 343

Besanko, David et al., "Incentives and Agency", Chapter 16 in The Economics of Strategy 345

Beatty et al., "Managerial Incentives, Monitoring and Risk Bearing in Initial Public Offering Firms", Journal of Applied Corporate Finance, (1995) 364

Contractual Provisions - Earn-out for stockholder of company selling assets who remains as an employee of the buyer 369

M&R, Chapter 15, pp. 505-507 385

Holmstrom, Bengt, and Tirole, Jean, "The Theory of the Firm III Capital Structure", in Richard L. Schmalansee and Robert Willig, eds., Handbook of Industrial Organization I, pp. 79-86 387

Jensen, Michael, "The Eclipse of the Public Corporation", 67 Harvard Business Review 61 (1989) 402

Rappaport, Alfred, "The Staying Power of the Public Corporation", 68 Harvard Business Review 96 (1990) 416

Lax and Sebenius, The Manager as Negotiator, Ch. 2, 5, and 6 425

Mnookin, Robert, "Why Negotiations Fail: an Exploration of Barriers to the Resolution of Conflict", 8 Ohio State Journal of Dispute Resolution 235 (1993) 467

Business Research Corporation 475

Arundel Partners 505